UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

NARANBOLD GANTULGA, derivatively on behalf of AMC ENTERTAINMENT HOLDINGS, INC., Plaintiff, v. ADAM M. ARON, CRAIG R. RAMSEY, CHRIS A. COX, LIN ZHANG, JACK Q. GAO, MAOJUN ZENG, ANTHONY J. SAICH, LLOYD HILL, GARY F. LOCKE, HOWARD W. KOCH, JR., and KATHLEEN M. PAWLUS, Defendants, and AMC ENTERTAINMENT HOLDINGS, INC., Nominal Defendant.	Case No. 1:18-cv-10007-CM

STIPULATION AND [PROPOSED] ORDER TO STAY
DERIVATIVE ACTION

WHEREAS, the above-captioned action (the "Derivative Action") was filed on May 21,

2018 in the United States District Court for the District of Kansas by plaintiff Naranbold Gantulga

("Plaintiff"), on behalf of nominal defendant AMC Entertainment Holdings, Inc. (the "Company"),

against Adam M. Aron, Craig R. Ramsey, Chris A. Cox, Lin Zhang, Jack Q. Gao, Maojun Zeng,

Anthony J. Saich, Lloyd Hill, Gary F. Locke, Howard W. Koch, Jr., and Kathleen M. Pawlus

(collectively, the "Individual Defendants" and together with the Company, the "Defendants");

WHEREAS, on September 17, 2018, Plaintiff filed a Verified Amended Shareholder Derivative Complaint in the Derivative Action, which added Dalian Wanda Group Co. ("Wanda") as a defendant;

WHEREAS, on October 30, 2018, the Derivative Action was transferred from the United States District Court for the District of Kansas to this Court pursuant to 28 U.S.C. § 1404(a) on the parties' consent;

WHEREAS, there is currently pending in this Court a related securities class action filed on January 12, 2018, styled *Hawaii Structural Ironworkers Pension Trust Fund v. AMC Entertainment Holdings, Inc., et al.*, Case No. 1:18-cv-00299 (the "Securities Class Action");

WHEREAS, the Securities Class Action and this Derivative Action contain overlapping allegations and name some of the same defendants;

WHEREAS, in light of the similarities between this Derivative Action and the earlier-filed Securities Class Action, to conserve the parties' and judicial resources and to promote "the just, speedy, and inexpensive determination of [this] action," Fed. R. Civ. P. 1, the parties to this Derivative Action (the "Parties" and each, a "Party") agree that all proceedings and deadlines in this Derivative Action, including discovery and Defendants' obligation to move, answer, or otherwise respond to the complaint filed in the Derivative Action, should be temporarily stayed;

IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for the undersigned parties to this Derivative Action, as follows:

1.   All proceedings and deadlines in this Derivative Action, including the filing of pleadings, motion practice, and any discovery, shall be temporarily stayed, however, any Party may terminate the stay upon 30-days' notice following a dismissal of the Securities Class Action with prejudice;

2

2.   Defendants shall promptly notify Plaintiff of any related derivative lawsuits or threatened, related derivative lawsuits that they become aware of;

3.   Defendants shall promptly notify Plaintiff if any related derivative lawsuit is not stayed for the same duration;

4.   Plaintiff may lift the stay upon 30-days' notice to the other Parties in writing if a related derivative lawsuit is not stayed for the same duration or if a related derivative lawsuit is being resolved and the resolution includes a release of Plaintiff's claims;

5.   During the pendency of the stay, Defendants shall include Plaintiff in any mediation or formal settlement talks with the plaintiff(s) in the Securities Class Action, any purported plaintiff in any related derivative lawsuit, or any purported plaintiff in any related, threatened derivative lawsuit;

6.   Defendants shall promptly provide Plaintiff with copies of any documents produced to plaintiff(s) in the Securities Class Action, any related derivative lawsuits, and any related, threatened derivative lawsuits, or to any purported shareholder of the Company in response to a related books and records demand. The provision of any such documents will not constitute waiver of, or in any way limit, Defendants' right to move to dismiss the Derivative Action for failure to adequately plead demand futility or make a pre-suit demand;

7.   Prior to the production of any documents by Defendants to Plaintiff, the Parties shall enter into a confidentiality agreement and/or a protective order;

8.   If the stay of proceedings is lifted, the Parties shall meet and confer and submit a proposed scheduling order governing further proceedings in the Derivative Action, including the date by which Defendants must move, answer or otherwise respond to the complaint in the Derivative Action, and the date and time for a case management conference;
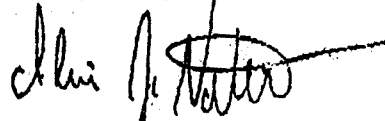
9.   All hearings or conferences currently scheduled shall be postponed until the date and time that will be specified in the proposed scheduling order to be submitted by the Parties;

10.   Notwithstanding this stay of the Derivative Action, Plaintiff may move for leave to file a second amended complaint, and in the event that the Court grants the motion and Plaintiff files a second amended complaint, Defendants shall not respond to it during the pendency of the stay; and

11.   The Parties respectfully request the Court to enter an Order to this effect.
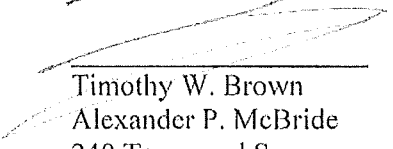
IT IS SO ORDERED.

Dated: 12/17/18

_____
Hon. ~~Colleen McMahon~~ Alison J. Nathan
United States District Judge

STIPULATED TO AND APPROVED BY:

Dated: November 8, 2018
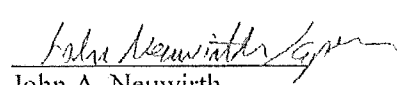
THE BROWN LAW FIRM, P.C.

_____
Timothy W. Brown
Alexander P. McBride
240 Townsend Square
Oyster Bay, NY 11771
Telephone: (516) 922-5427
Facsimile: (516) 344-6204
Email: tbrown@thebrownlawfirm.net

THE ROSEN LAW FIRM, P.A.
Phillip Kim
275 Madison Avenue
New York, NY 10016
Telephone: (212) 686-1060
Facsimile: (212) 202-3827
Email: pkim@rosenlegal.com

Attorneys for Plaintiff

WEIL, GOTSHAL & MANGES LLP

_____
John A. Neuwirth
Joshua S. Amsel
Matthew S. Connors
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: john.neuwirth@weil.com
          joshua.amsel@weil.com
          matthew.connors@weil.com

Attorneys for Defendants